

EXHIBIT “C”

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

In re:)	
)	
NORTHWESTERN CORPORATION,)	Chapter 11
)	
Reorganized Debtor.)	Case No. 03-12872 (JLP)
)	
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MAGTEN ASSET MANAGEMENT)	
CORPORATION AND LAW DEBENTURE)	
TRUST COMPANY OF NEW YORK,)	
)	Adversary No. 04-53324
Plaintiffs,)	
)	Civil Action No. 04-1494-JJF
v.)	
)	
NORTHWESTERN CORPORATION,)	Re: Docket No. ____
)	
Defendant.)	
)	

**ORDER ALLOWING THE PLAN COMMITTEE TO
INTERVENE IN AN ADVERSARY PROCEEDING**

Upon the motion (the “Motion”) of the Plan Committee¹ for entry of an order allowing the Plan Committee to intervene in the above-captioned adversary proceeding (the “Adversary Proceeding”); and it appearing that the Plan Committee has a right to intervene; and due and proper notice having been given; and after due deliberation and sufficient cause appearing therefor; it is hereby

ORDERED, that the Motion is granted; and it is further

ORDERED, that the Plan Committee is hereby allowed to intervene in the Adversary Proceeding; and it is further

¹ Capitalized terms used herein but not defined shall have the meanings ascribed to them in the Motion.

ORDERED, that the above-captioned parties shall serve all papers filed in the Adversary Proceeding upon counsel for the Plan Committee; and it is further

ORDERED, that counsel for the Plan Committee shall be permitted to participate in and have access to all discovery; and it is further

ORDERED, that the Plan Committee shall be a mandatory party for purposes of any and all settlement negotiations concerning the Adversary Proceeding.

Dated: _____, 2006

UNITED STATES DISTRICT JUDGE